



Courtney Biery Estes
General Attorney

BNSF Railway Company
P. O. Box 961039
Fort Worth, TX 76161

2500 Lou Mark Drive
Fort Worth, TX 76131

Telephone 817-352-2351
Fax 817-352-0211
Email Courtney.Estes@bnsf.com

December 6, 2011

LETTER

Cynthia Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423

ENTERED
Office of Proceedings
DEC 6 -- 2011
Part of
Public Record

Re Docket No. AB 33 (Sub-No. 277X), Union Pacific Railroad Company -- Abandonment
Exemption -- In Lafourche Parish, LA
Docket No. AB 318 (Sub-No. 7X), Louisiana & Delta Railroad, Inc. -- Discontinuance of
Service Exemption -- In Lafourche Parish, LA

Dear Ms. Brown:

BNSF Railway Company ("BNSF") recently became aware of the joint verified notice of exemption filed by Union Pacific Railroad Company ("UP") and Louisiana & Delta Railroad, Inc. ("LDRR") whereby UP seeks to abandon and LDRR seeks to discontinue service over the portion of the Lockport Branch located between Milepost 1.7 near Raceland and milepost 14.2 near Jay in Lafourche Parish, LA (the "Line"). BNSF has authority sanctioned by the Surface Transportation Board ("Board") to service present and future customers on the Line.

In STB Finance Docket No. 33630, *The Burlington Northern and Santa Fe Railway Company and Union Pacific Railroad Company Acquisition Exemption - Lines between Dawes, TX and Avondale, LA* (not printed), served September 29, 1998 ("BNSF-UP"), the Board authorized BNSF to serve all present and future shipper facilities on the rail line located between Dawes, TX, and Avondale, LA, and on all former Southern Pacific Transportation Company ("SP") branches and spurs along that line.¹ The Lockport branch is a former SP branch line.

In light of the fact that BNSF has Board-sanctioned authority to serve any and all future shipper facilities along the Line, BNSF has been diligently working with a rail-served shipper to have one of its facilities relocated adjacent to the Line. The abandonment of the Line by UP would, of course, totally frustrate BNSF's efforts.

BNSF does not oppose LDRR's discontinuance of service request. BNSF also does not seek to have UP's notice of exemption denied or rejected. Rather, the Board can grant UP the requested exemption

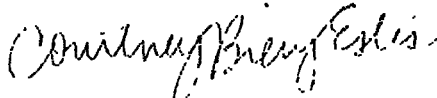
"In addition, BNSF will gain access to all present and future shipper facilities on the line and on former SP branches or spurs that connect to the line, as well as on new branches and spurs added to the line." BNSF-UP slip op. at 2 (footnote omitted)

Cynthia Brown
December 6, 2011
Page 2 _____

but preclude LP from consummating the abandonment and salvaging the Line until BNSF's authority to service customers on the Line is voluntarily discontinued by BNSF. See e.g., STB Docket No. AB-57 (Sub-No. 56X), *Sooy Line Railroad Company D/B/A Canadian Pacific Railway Company - Abandonment Exemption - In Bottineau, Rolette, and Towner Counties, ND* (not printed), served January 10, 2010, Docket No. AB-33 (Sub-No. 77X) *Union Pacific Railroad Company - Abandonment Exemption - In Solano County, CA* (not printed), served December 15, 1992.

Finally, should Valentine LLC or any other party pursue an offer of financial Assistance ("OFA") in this proceeding, the Board should make such an OFA subject to BNSF's existing rights to serve all shipper facilities along the Line.

Sincerely,

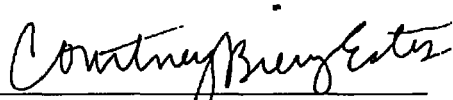


Courtney Biery Estes
General Attorney

cc: Karl Morelli, Ball Bank LLP

CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of December, 2011, I caused a copy of the forgoing letter to be served on all parties of record by first class mail.

A handwritten signature in cursive script, reading "Courtney Bery Estes", written over a horizontal line.

Courtney Bery Estes